

FINAL TERMS

In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (as modified or amended from time to time, the **SFA**) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the **CMP Regulations 2018**), the Issuer has determined the classification of the Notes as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products)

24 January 2020

National Australia Bank Limited (ABN 12 004 044 937)

Legal Entity Identifier (LEI): F8SB4JFBSYQFRQEH3Z21

**Issue of AUD 40,000,000 2.60 per cent. Fixed Rate Notes due 28 January 2040
under the U.S.\$100,000,000,000**

Global Medium Term Note Programme

PART A—CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 20 November 2019 and the supplement to it dated 20 December 2019 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Offering Circular**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Offering Circular in order to obtain all the relevant information. The Offering Circular is available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

1.
 - (a) Series Number: 1,187
 - (b) Tranche Number: 1
 - (c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
2. Specified Currency or Currencies: Australian Dollars (**AUD**)
3. Aggregate Nominal Amount:
 - (a) Series: AUD 40,000,000
 - (b) Tranche: AUD 40,000,000
4. Issue Price: 100 per cent. of the Aggregate Nominal Amount
5.
 - (a) Specified Denominations: AUD 1,000,000

- (b) Calculation Amount (in relation to calculation of interest for Notes in global form see Conditions): AUD 1,000,000
6. (a) Issue Date: 28 January 2020
- (b) Interest Commencement Date: Issue Date
7. Maturity Date: 28 January 2040
8. Interest Basis: 2.60 per cent. per annum Fixed Rate
9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
10. Change of Interest Basis: Not Applicable
11. U.S. Dollar Equivalent: Not Applicable
12. Put/Call Options: Not Applicable
13. Status of the Notes: Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions: Applicable
- (a) Rate(s) of Interest: 2.60 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 28 January in each year, commencing on 28 January 2021, up to (and including) the Maturity Date
- (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions): AUD 26,000 per Calculation Amount
- (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions): Not Applicable
- (e) Day Count Fraction: 30/360
- (f) Business Day Convention: Following Business Day Convention

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| | (i) | Adjusted: | Not Applicable |
| | (ii) | Non-Adjusted: | Applicable |
| | (g) | Additional Business Centre(s): | Not Applicable |
| | (h) | Determination Date(s): | Not Applicable |
| 15. | Floating Rate Note Provisions: | | Not Applicable |
| 16. | Zero Coupon Note Provisions: | | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Notice periods for Condition 7.2: | Minimum period: 30 days
Maximum period: 60 days |
| 18. | Issuer Call: | Not Applicable |
| 19. | Investor Put: | Not Applicable |
| 20. | Final Redemption Amount: | AUD 1,000,000 per Calculation Amount |
| 21. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | AUD 1,000,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 22. | (a) | Form of Notes: | Bearer Notes:

Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event. |
| | (b) | New Global Note: | No |
| 23. | Additional Financial Centre(s): | | London |
| 24. | Talons for future Coupons to be attached to Definitive Bearer Notes: | | No |

THIRD PARTY INFORMATION

The descriptions of the 'AA-' and 'Aa3' credit ratings in Item 2 of Part B of these Final Terms have been extracted from S&P Global Rating's September 2019 publication, "S&P Global Ratings

Definitions” and Moody’s Investors Service’s January 2020 publication, “Rating Symbols and Definitions”, respectively. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from such information published by S&P Global Ratings and Moody’s Investors Service, respectively, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of National Australia Bank
Limited (ABN 12 004 044 937):

By:

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

Duly authorised

PART B—OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange and listed on the official list of the Luxembourg Stock Exchange with effect from 28 January 2020.
- (b) Estimate of total expenses related to admission to trading: €6,600

2. RATINGS

Ratings: The Notes to be issued are expected to be rated AA- by S&P Global Ratings Australia Pty Ltd and Aa3 by Moody's Investors Service Pty Limited.

S&P Global Ratings has, in its September 2019 publication "S&P Global Ratings Definitions", described a long-term issue credit rating of 'AA' in the following terms: "*An obligation rated 'AA' differs from the highest-rated obligations only to a small degree. The obligor's capacity to meet its financial commitments on the obligation is very strong ... Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.*".

Moody's Investors Service has, in its January 2020 publication "Rating Symbols and Definitions", described a credit rating of 'Aa' in the following terms: "*Obligations rated Aa are judged to be of high quality and are subject to very low credit risk ... Note: Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.*".

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to Australia and New Zealand Banking Group Limited (a company incorporated in Australia and the **Dealer**), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial

banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **YIELD**

Indication of yield: 2.60 per cent. per annum

5. **OPERATIONAL INFORMATION**

- (a) ISIN: XS2109818299
- (b) Common Code: 210981829
- (c) CFI: DTFXFB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) FISN: NATL.AU.BK(AU)/2.6 MTN 20400130, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (e) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg, and the relevant identification number(s): Not Applicable
- (f) Delivery: Delivery against payment
- (g) If syndicated, names of Managers: Not Applicable
- (h) Date of Subscription Agreement: Not Applicable
- (i) Name(s) and address(es) of additional Paying Agent(s) (if any): Not Applicable
- (j) Deemed delivery of clearing system notices for the purposes of Condition 14: Any notice delivered to Noteholders through Euroclear and/or Clearstream, Luxembourg will be deemed to have been given on the day after the day on which it was given to Euroclear and Clearstream, Luxembourg
- (k) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that

the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met

6. SELLING RESTRICTIONS

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| (a) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| (b) | The Republic of Korea
(Korea) Selling
Restrictions: | <p>The Notes have not been and will not be registered for public offering under the Financial Investments Services and Capital Markets Act of Korea (the FSCMA). Accordingly, (i) the Notes shall not be offered to 50 or more residents in Korea (as defined in the Foreign Exchange Transactions Law of Korea (FETL) and its Enforcement Decree), and (ii) the number of Notes (where, for this purpose, the minimum Specified Denomination specified in these Final Terms shall constitute one Note) offered in Korea or to a resident in Korea shall be less than 50. Furthermore, the Notes shall not be divided or redenominated within 1 year from the issuance. Except for the Notes offered in Korea or to a resident in Korea in accordance with the aforementioned restriction, none of the Notes may be offered, sold and delivered directly or indirectly, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea within 1 year from the issuance of the Notes, except pursuant to the applicable laws and regulations of Korea.</p> <p>Furthermore, by purchasing the Notes, each Noteholder will be deemed to represent, warrant and agree that it shall comply with all applicable regulatory requirements (including but not limited to requirements under the FETL) in connection with the purchase of the Notes.</p> |
| (c) | Prohibition of Sales to EEA
Retail Investors: | Not Applicable |
| (d) | Prohibition of Sales to
Belgian Consumers: | Applicable |